

Hearing Date and Time: July 16, 2009 at 10:00 a.m., E.T.
Objection Deadline: June 29, 2009 at 4:00 p.m., E.T.

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Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----x
In re : Chapter 11
Old Carco LLC : Case No. 09-50002 (AJG)
(f/k/a Chrysler LLC), *et al.*,¹ : (Jointly Administered)
Debtors. :
-----x

**NOTICE OF HEARING ON
TENTH OMNIBUS MOTION OF DEBTORS AND
DEBTORS IN POSSESSION, PURSUANT TO SECTION 365 OF THE
BANKRUPTCY CODE AND BANKRUPTCY RULE 6006, FOR AN ORDER
AUTHORIZING THE REJECTION OF CERTAIN EXECUTORY CONTRACTS**

PLEASE TAKE NOTICE OF THE FOLLOWING:

¹ A second amended list of the Debtors, their addresses and tax identification numbers is located on the docket for Case No. 09-50002 (AJG) (Docket No. 3945) and can also be found at www.chryslerrestructuring.com.

1. A hearing to consider the Tenth Omnibus Motion of Debtors and Debtors in Possession, Pursuant to Section 365 of the Bankruptcy Code and Bankruptcy Rule 6006, for an Order Authorizing the Rejection of Certain Executory Contracts (the "Motion"), filed by the above-captioned debtors and debtors in possession (the "Debtors"), shall be held before the Honorable Arthur J. Gonzalez, United States Bankruptcy Judge, in Room 523 of the United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004, on **July 16, 2009, at 10:00 a.m. (New York time)**.

2. Objections, if any, to the relief sought in the Motion must be made in writing, with a hard copy to Chambers, conform to the Federal Rules of Bankruptcy Procedure and the Local Rules for the United States Bankruptcy Court for the Southern District of New York and be filed with the Bankruptcy Court and must be served in accordance with the Administrative Order, Pursuant to Bankruptcy Rule 1015(c), Establishing Case Management and Scheduling Procedures (Docket No. 661) (the "Case Management Order"), so as to be actually received by the parties on the Special Service List (as defined in the Case Management Order) and the parties to the executory contracts sought to be affected not later than **4:00 p.m. (New York time) on June 29, 2009** (the "Objection Deadline").

3. If no objections are timely filed and served with respect to the Motion, the Debtors may, on or after the Objection Deadline, submit to the Court an order substantially in the form attached to the Motion, which order shall be submitted and may be entered with no further notice or opportunity to be heard offered to any party.

4. Copies of the Motion, the Case Management Order and the Special Service List may be obtained from the Court's website at <http://ecf.nysb-mega.uscourts.gov> or, free of charge, at www.chryslerrestructuring.com.

Dated: June 18, 2009
New York, New York

Respectfully submitted,

/s/ Corinne Ball
Corinne Ball
Veerle Roovers
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ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION

**PARTIES RECEIVING THIS TENTH OMNIBUS MOTION
SHOULD LOCATE THEIR NAMES IN THE ATTACHED EXHIBIT A**

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11
Old Carco LLC	: Case No. 09-50002 (AJG)
(f/k/a Chrysler LLC), <i>et al.</i> , ¹	: (Jointly Administered)
Debtors.	: -----X

¹ A second amended list of the Debtors, their addresses and tax identification numbers is located on the docket for Case No. 09-50002 (AJG) (Docket No. 3945) and can also be found at www.chryslerrestructuring.com.

**TENTH OMNIBUS MOTION OF DEBTORS AND
DEBTORS IN POSSESSION, PURSUANT TO SECTION 365 OF THE
BANKRUPTCY CODE AND BANKRUPTCY RULE 6006, FOR AN ORDER
AUTHORIZING THE REJECTION OF CERTAIN EXECUTORY CONTRACTS**

TO THE HONORABLE ARTHUR J. GONZALEZ,
UNITED STATES BANKRUPTCY JUDGE:

Old Carco LLC (f/k/a Chrysler LLC) ("Old Carco") and its affiliated debtors and debtors in possession (collectively with Old Carco, the "Debtors") respectfully represent as follows:

Background

1. On April 30, 2009 (the "Petition Date"), Old Carco and 24 of its affiliated Debtors (collectively, the "Original Debtors") commenced their reorganization cases by filing voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). On May 19, 2009, Debtor Alpha Holding LP ("Alpha") commenced its reorganization case by filing a voluntary petition under chapter 11 of the Bankruptcy Code. By orders of the Court (Docket Nos. 97 and 2188), the Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being administered jointly.

2. The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On May 5, 2009, the Office of the United States Trustee for the Southern District of New York appointed an official committee of unsecured creditors, pursuant to section 1102 of the Bankruptcy Code.

4. As of the Petition Date, the Debtors and their nondebtor direct and indirect subsidiaries (collectively, the "Old Carco Companies") comprised one of the world's largest

manufacturers and distributors of automobiles and other vehicles, together with related parts and accessories. On the Petition Date, the Old Carco Companies employed approximately 55,000 hourly and salaried employees worldwide, 70% of whom were based in the United States.

5. For the 12 months ended December 31, 2008, the Old Carco Companies recorded revenue of more than \$48.4 billion and had assets of approximately \$39.3 billion and liabilities totaling \$55.2 billion.

6. In connection with the commencement of these cases, Old Carco and its Debtor subsidiaries, Fiat S.p.A. ("Fiat") and New Chrysler (as defined below) entered into a Master Transaction Agreement dated as of April 30, 2009 (as amended and collectively with other ancillary and supporting documents, the "Purchase Agreement"). The Purchase Agreement provided, among other things, that: (a) Old Carco would transfer the majority of its operating assets to New CarCo Acquisition LLC (n/k/a Chrysler Group LLC) ("New Chrysler"), a newly established Delaware limited liability company formed by Fiat; and (b) in exchange for those assets, New Chrysler would assume certain liabilities of Old Carco and pay to Old Carco \$2 billion in cash (collectively with the other transactions contemplated by the Purchase Agreement, the "Fiat Transaction"). On May 3, 2009, the Original Debtors filed a motion to approve the Fiat Transaction or a similar transaction with a competing bidder (Docket No. 190).

7. On May 31, 2009, this Court issued: (a) an Opinion Granting the Debtors' Motion Seeking Authority to Sell, Pursuant to § 363, Substantially All of the Debtors' Assets (Docket No. 3073) (the "Sale Opinion"); and (b) an Opinion and Order Regarding Emergency Economic Stabilization Act of 2008 and Troubled Asset Relief Program (Docket Nos. 3074 and 3229) (together with the Sale Opinion, the "Opinions"). On June 1, 2009 and consistent with the Sale Opinion, this Court entered an Order authorizing the Fiat Transaction (Docket No. 3232)

(the "Sale Order"). On June 5, 2009, the United States Court of Appeals for the Second Circuit affirmed the Opinions and the Sale Order. Consistent with the Sale Order, the Fiat Transaction was consummated on June 10, 2009.

Jurisdiction

8. This Court has subject matter jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

9. Pursuant to section 365 of the Bankruptcy Code and Rule 6006 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the Debtors hereby seek the entry of an order authorizing them to reject all of their executory contracts (collectively, the "Contracts") with the parties identified on Exhibit A (collectively, the "Non-Debtor Counterparties") effective as of the date hereof.

Facts Relevant to This Motion

10. The Debtors have engaged in a review of certain of their executory supplier contracts. As a result of their review, the Debtors have determined that their Contracts with the Non-Debtor Counterparties identified on Exhibit A are neither necessary nor valuable to their estates and will not be assumed and assigned as part of the Fiat Transaction.

11. Each of the Contracts is an "executory contract" within the meaning of section 365 of the Bankruptcy Code, capable of being rejected by the Debtors. To the extent that any Contract already has expired or been terminated, it is included herein out of an abundance of caution.

Argument

12. Section 365(a) of the Bankruptcy Code provides that a debtor, "subject to the court's approval, may assume or reject any executory contract or unexpired lease." 11 U.S.C. § 365(a). Courts routinely approve motions to assume, assume and assign or reject executory contracts upon a showing that the debtor's decision to take such action will benefit the debtor's estate and is an exercise of sound business judgment. See Orion Pictures Corp. v. Showtime Networks, Inc. (In re Orion Pictures Corp.), 4 F.3d 1095, 1099 (2d Cir. 1993) (stating that section 365 of the Bankruptcy Code "permits the trustee or debtor-in-possession, subject to the approval of the bankruptcy court, to go through the inventory of executory contracts of the debtor and decide which ones it would be beneficial to adhere to and which ones it would be beneficial to reject."); see also NLRB v. Bildisco & Bildisco, 465 U.S. 513, 523 (1984) (stating that the traditional standard applied by courts to authorize the rejection of an executory contract is that of "business judgment"); In re Gucci, 193 B.R. 411, 415 (S.D.N.Y. 1996) ("A bankruptcy court reviewing a trustee's decision to assume or reject an executory contract should apply its 'business judgment' to determine if it would be beneficial or burdensome to the estate to assume it.").

13. Courts generally will not second-guess a debtor's business judgment concerning the assumption or rejection of an executory contract. See In re Riodizio, Inc., 204 B.R. 417, 424 (Bankr. S.D.N.Y. 1997) ("[A] court will ordinarily defer to the business judgment of the debtor's management"); accord Phar-Mor, Inc. v. Strouss Bldg. Assocs., 204 B.R. 948, 951-52 (Bankr. N.D. Ohio 1997) ("Whether an executory contract is 'favorable' or 'unfavorable' is left to the sound business judgment of the debtor Courts should generally defer to a debtor's decision whether to reject an executory contract."). The "business judgment" test is not a strict standard; it merely requires a showing that either assumption or rejection of the

executory contract will benefit a debtor's estate. See, e.g., Bregman v. Meehan (In re Meehan), 59 B.R. 380, 385 (E.D.N.Y. 1986) ("The business judgment test is a flexible one The primary issue under the business judgment test is whether rejection of the contract would benefit general unsecured creditors."); In re Helm, 335 B.R. 528, 538 (Bankr. S.D.N.Y. 2006) ("To meet the business judgment test, the debtor in possession must establish that rejection will benefit the estate."); Westbury Real Estate Ventures, Inc. v. Bradlees, Inc. (In re Bradlees Stores, Inc.), 194 B.R. 555, 558 n.1 (Bankr. S.D.N.Y. 1996) ("In reviewing a debtor's decision to assume or reject an executory contract, the court must examine the contract and circumstances and apply its best 'business judgment' to determine if the assumption or rejection would be beneficial or burdensome to the estate.").

14. As noted above, New Chrysler has determined not to accept an assignment of Contracts with any of the Non-Debtor Counterparties in connection with the Fiat Transaction. In addition, following the consummation of the Fiat Transaction, the Debtors are in the process of winding down their business affairs and have no further need for the goods or services that otherwise would be provided pursuant to the Contracts. As such, the Debtors have determined that the Contracts provide no ongoing benefits to their estates. Moreover, the Debtors have determined that the Contracts do not have any realizable value in the marketplace.

15. Courts that have permitted retroactive rejection generally have permitted rejection of an executory contract to be effective as of the date on which the nondebtor party to the executory contract was given definitive notice of the debtor's intent to reject. See, e.g., In re Loewen Group Int'l, Inc., No. 99 1244 (PJW) (Bankr. D. Del. Aug. 18, 2000) (authorizing rejection effective as of the date of the filing of the rejection motion). Generally, the Non-Debtor

Counterparties received notice of the Debtors' intent to reject the Contracts upon the filing and service of this Motion.

16. Accordingly, in the sound exercise of their business judgment, the Debtors have determined that the rejection of the Contracts, pursuant to section 365 of the Bankruptcy Code, effective as of the date of this Motion, is in the best interests of their estates and stakeholders.

Notice

17. No trustee or examiner has been appointed in these chapter 11 cases. In accordance with the Administrative Order, Pursuant to Bankruptcy Rule 1015(c), Establishing Case Management and Scheduling Procedures (Docket No. 661) (the "Case Management Order"), entered on May 12, 2009, notice of this Motion has been given to the parties identified on the General Service List and the Special Service List (as such terms are identified in the Case Management Order), and to the Non-Debtor Counterparties to the Contracts identified in Exhibit A. The Debtors submit that no other or further notice need be provided.

No Prior Request

18. No prior request for the relief sought in this Motion has been made to this or any other Court.

WHEREFORE, the Debtors respectfully request that the Court (a) enter an order substantially in the form attached hereto as Exhibit B, granting the relief requested herein; and (b) grant such other and further relief to the Debtors as the Court may deem proper.

Dated: June 18, 2009
New York, New York

Respectfully submitted,

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Veerle Roovers
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**ATTORNEYS FOR DEBTORS
AND DEBTORS IN POSSESSION**

EXHIBIT A

SUPPLIER NAME	SUPPLIER ADDRESS	SUPPLIER CODE
DAJACO INC	49715 LEONA DRIVE CHESTERFIELD, MI 48051	55991
DAKE CORPORATION	724 ROBBINS ROAD GRAND HAVEN, MI 49417-2690	30019
DATAMATICS TECHNOLOGIES INC	31557 SCHOOLCRAFT ROAD SUITE 100 LIVONIA, MI 48150	32974
DAVIS INDUSTRIES	14500 SHELDON ROAD, #140 PLYMOUTH, MI 48170	31100
DE LAGE LANDEN FINANCIAL SERVICES	1111 OLD EAGLE SCHOOL RD WAYNE, PA 19087-8608	49507
DE-CAL INC	24659 SCHOENHERR RD WARREN, MI 48089	97865
DELTA GELANDESPORT UND ZUBEHUR	DORFSTR 20 ODELZHAUSEN OT UNTERUMBACH 85235 GERMANY	59195
DESC AUTOMOTRIZ	PASEO DE LOS TAMARINDOS 400 B BOSQUES DE LAS LOMAS 55120 MEXICO	20939
DEUTSCHE TELEKOM	691 N SQUIRREL ROAD SUITE 160 AUBURN HILLS, MI 48326	48220
DICKSON ALLAN	2800 LIVERNOIS SUITE 400 TROY, MI 48083	19560
DIEZ GROUP THE	8111 TIREMAN AVENUE DEARBORN, MI 48126	44172
DIVERSIFIED DATA & COMMUNICATIONS	10811 NORTHEND AVENUE FERNDALE, MI 48220-2162	33179
DIVERSIFIED TECHNICAL SYSTEMMS	909 ELECTRIC AVENUE SUITE 206B SEAL BEACH, CA 90740	30182
DLI ENGINEERING INC	253 WINSLOW WAY WEST BAINBRIDGE ISLAND, WA 98110	21551
DOMESTIC LINEN SUPPLY & CO INC	3800 18TH STREET DETROIT, MI 48208	97390
DONALDSON COMPANY INC	1400 W 94TH STREET P O BOX 1299 MINNEAPOLIS, MN 55440-1299	30519
DS TECHNOLOGIE WERKZEUGMASCHINENBA	HUGO JUNKERS STRASSE 12 32 41236 MONCHENGLADBACH RHEYDT GERMANY	41260
DUROPLAST S A DE C V	ESFUERZO 4 LETRA F LAZARO CARDENAS NAUCALP 53560 MEXICO	14311
DUROPLAST,S.A. DE C.V.	ESFUERZO 4-F LAZARO CARDENAS NAUCALPAN 53560 MEXICO	50103
E L HOLLINGSWORTH & COMPANY	P O BOX 672708 DETROIT, MI 48267-2708	50914
EAGLE PLASTICS CORPORATION	12001 LEVAN RD LIVONIA, MI 48150	60021
EAST-LIND HEAT TREAT INC	32045 DEQUINDRE MADISON HEIGHTS, MI 48071	37638
EDITEK INC	1238 ANTHONY ROAD BURLINGTON, NC 27215	26580

SUPPLIER NAME	SUPPLIER ADDRESS	SUPPLIER CODE
EDS INFORMATION SERVICES LLC - MRO	3000 TOWN CENTER SUITE 76 SOUTHFIELD, MI 48075-1120	55556
EDSCHA AG	30555 SOUTHFIELD ROAD SUITE 500 SOUTHFIELD, MI 48076	39273
ELECTRONIC POWER SYSTEM SERVICES	758 IRON STONE DRIVE ROCHESTER, MI 48309-1603	87577
ENGINEERED PLASTIC PRODUCTS INC	699 JAMES L HART PARKWAY YPSILANTI, MI 48197	74252
ENVIRONMENTAL RESOURCES MANAGEMENT	855 SPRINGDALE DRIVE EXTON, PA 19341	16158
ENVIRONMENTAL TESTING CORPORATION	2022 HELENA STREET AURORA, CO 80011-4616	27253
EPCOS INC	186 WOOD AVENUE SOUTH ISELIN, NJ 08830	47005
EUROVAC INC	116 BUTTERMILL AVENUE CONCORD, ON L4K3X7 CANADA	74199
EWAB ENGINEERING INC	1971 KELLEY COURT LIBERTYVILLE, IL 60048	40451
FANGLE AUTO PARTS CO LTD	99 PINGYE RD TINGWEI HWY SHANGHAI SHANGHAI 201507 CHINA	60763
FEI COMPANY	5350 N E DAWSON CREEK DR HILLSBORO, OR 97124	38175
FERGUSON ENTERPRISES INC	55500 GRAND RIVER AVENUE NEW HUDSONWS, MI 48165	82953
FERNDALE ELECTRIC COMPANY INC	915 E DRAYTON FERNDALE, MI 48220	39810
FILTER SPECIALISTS INC	100 ANCHOR ROAD P O BOX 735 MICHIGAN CITY, IN 46360-2802	40524
FINDLAY INDUSTRIES INC	4000 FOSTORIA ROAD P O BOX 1087 FINDLAY, OH 45840	38597
FIRE PROTECTION INDUSTRIES INC	301 RUTHAR DRIVE SUITE B NEWARK, DE 19711-8016	72192
FITZGERALD EQUIPMENT COMPANY	4650 BOEING AVENUE ROCKFORD, IL 61109-2996	39489
FLUID ROUTING SOLUTIONS INC	1955 ENTERPRISE DRIVE ROCHESTER HILLS, MI 48309	30114
FOCUS HOPE	1355 OAKMAN BLVD DETROIT , MI 48238-2949	52356
FRANKLIN FASTENER COMPANY	12701 BEECH DALY ROAD REDFORD, MI 48239-2472	38374
FRE-BAR INC	720 WEST ROSE P O BOX 187 HOLLY, MI 48442-1552	74006
GARMIN EUROPE LIMITED	UNIT 5 THE QUADRANGLE ABBY PK IND ROMSEY HAMPSHIRE GREAT BRITAIN	58336
GEISLER A A COMPANY	12675 MARLIN DRIVE REDFORD, MI 48239-2798	46404
GEM INDUSTRIAL INC	6842 COMMODORE DRIVE WALBRIDGE, OH 43465-9765	61599

SUPPLIER NAME	SUPPLIER ADDRESS	SUPPLIER CODE
GENERAL FASTENERS COMPANY	37584 AMRHEIM RD SUITE 150 LIVONIA, MI 48150-1020	42154
GENERAL MOTORS CORP-PONTIAC	2100 SOUTH OPDYKE PONTIAC EAST PONTIAC, MI 48341-3123	19859
GENERAL OIL COMPANY INC	31478 INDUSTRIAL ROAD SUITE 100 LIVONIA, MI 48150	42884
GEORGE INSTRUMENT COMPANY	4949 DELEMERE ROYAL OAK, MI 48073-1095	42217
GEROTECH INC	29220 COMMERCE DRIVE FLAT ROCK, MI 48134	32799
GLAVERBEL ITALIE	VIA DEL CARPINE ROCCASECCA 03038 ITALY	48351
GOMMA C F SPA	GUTENBERGSTRASSE 27 GARCHINY D-85748 GERMANY	31201
GOODWAY GROUP	261 OLD YORK RD JENKINTOWN, PA 19046	57631
GOODWAY TOOLS CORPORATION	420 WEST AVENUE STAMFORD, CT 06902	43575
GUARANTEE FUMIGATION SERVICES	20350 CENTER RIDGE RD BOX 16547 ROCKY RIVER, OH 44116	42711
GUDEL RAPINDEX INC	4881 RUNWAY BLVD ANN ARBOR, MI 48108	97412
H M S PRODUCTS COMPANY	1200 EAST BIG BEAVER TROY, MI 48083-1904	20455
HALE CHROME SERVICE	2282 ALBION TOLEDO, OH 43606-4597	48562
HART SCIENTIFIC	799 E UTAH VALLEY DRIVE AMERICAN FORK, UT 84003	16956
HENGES INTERIORS	4133 SHORELINE DRIVE EARTH CITY, MO 63045-1211	46618
HERSH COMPANY INC	50570 E RUSSELL SCHMIDT CHESTERFIELD, MI 48051	59353
HERTZ EQUIPMENT RENTAL-MICHIGAN	6227 FIFTEEN MILE ROAD STERLING HEIGHTS, MI 48310	84747
HEWITT MATERIAL HANDLING INC	425 MILLWAY AVENUE CONCORD, ON L4K3V8 CANADA	69031
HIGH TECH - THIRD PARTY PACKAGING	1212 EAST ALEXIS TOLEDO, OH 43612	40991
HONSEL INTERNATIONAL TECHNOLOGIES	9 HILLYARD STREET HAMILTON, ON L8L7X3 CANADA	60310
HOUSE OF TOOLS & ENGINEERING INC	436 ANGLUM ROAD HAZELWOOD, MO 63042-2498	46761
HUBBARD SUPPLY COMPANY	901 WEST SECOND STREET FLINT, MI 48503	40835
HUDSON GLOBAL RESOURCES	100 WEST MAIN ST SUITE 110 LANSDALE, PA 17446	49394

SUPPLIER NAME	SUPPLIER ADDRESS	SUPPLIER CODE
HUGHES TELEMATICS INC	41 PERIMETER CTR EAST SUITE 400 ATLANTA, GA 30346	60155
HUMPHREY PRINTING CO	315 N MAIN ST KOKOMO, IN 46901-4692	46554
HUNTER SERVICE-MI	4556 ETHEL DRIVE HIGHLAND, MI 48357	83475
HYDRA-AIR INC	8208 INDY LANE INDIANAPOLIS, IN 46214-2338	49624
HYUNDAI AUTONET AMERICA CO	39555 ORCHARD HILL PL SUITE 390 NOVI, MI 48375	61602
I & C SALES	14056 FORT STREET SOUTHGATE, MI 48195-1200	24592
ICG CASTINGS INC	101 POPLAR P O BOX 470 DOWAGIAC, MI 49047-0470	30674
IDEA CONSULTANTS INC	17520 W 12 MILE ROAD SUITE 200 SOUTHFIELD, MI 48076	16455
IMAGEPOINT	445 SOUTH GAY STREET KNOXVILLE, TN 37902	57266
IMPERIAL CHEMICAL INDUSTRIES PLC	IMPERIAL CHEMICAL HOUSE 9 MILLBANK LONDON SW1P3JF UNITED KINGDOM	71853
INDEPENDENT MANUFACTURING SOLUTION	46986 LIBERTY DRIVE WIXOM, MI 48393	59096
INDEX CORPORATION	14700 NORTH POINT BLVD NOBLESVILLE, IN 46060	42638
INDUSTRIAL DESIGN INNOVATIONS INC	10611 HAGGERTY ST DEARBORN, MI 48126	60221
INDUSTRIAL INNOVATIONS	2650 THORNWOOD WYOMINGO, MI 49519	12474
INDUSTRIAL LEASING LLC	1825 MONROE AVE NW GRAND RAPIDS, MI 49505	60991
INDUSTRIAL PROCESS EQUIPMENT	2800 LOCUST STREET ST LOUIS, MO 63103-1397	51430
INDUSTRIAL SHELVING SYSTEMS	455 E ELLIOT ST LOUIS, MO 63122	51153
INDUSTRIAL TOOL SERVICE INC	6818 WALES ROAD NORTHWOOD, OH 43619	52695
INDUSTRIAPLEX INC	11810 WILLS RD SUITE 100 ALPHARETTA, GA 30004	61263
INSYNC MARKETING SOLUTIONS	6100 MALT AVENUE LOS ANGELES, CA 90040	46388
IOTECH INC	25971 CANNON ROAD CLEVELAND, OH 44146	99905
ITG SOLUTIONS INC	17475 PALMER BLVD HOMEWOOD, IL 60430	46763
ITW RIDE QUALITY PRODUCTS	1624 ENGLEWOOD AKRON, OH 44305	55199
IWIS MOTORSYSTEME GMBH & CO KG	ALBERT ROSSHAUPTER STR 53 MUNCHEN 81369 GERMANY	45457

SUPPLIER NAME	SUPPLIER ADDRESS	SUPPLIER CODE
J G WELDING & MAINTENANCE INC	21803 MOUND ROAD WARREN, MI 48091	39172
J M S & ASSOCIATES	39303 COUNTRY CLUB DR SUITE A 48 FARMINGTON HILLS, MI 48331	43978
J&L INDUSTRIAL SUPPLY	31800 INDUSTRIAL ROAD LIVONIA, MI 48151	54183
JOHNSON RUBBER COMPANY	16025 JOHNSON STREET P O BOX 67 MIDDLEFIELD, OH 44062-0067	53127
JOINT PRODUCTION TECHNOLOGY	15381 HALLMARK COURT MACOMB, MI 48042	53973
KANEKA	2 NORTHPOINT DRIVE SUITE 200 HOUSTON, TX 77060	27001

EXHIBIT B

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----x
In re : Chapter 11
Old Carco LLC : Case No. 09-50002 (AJG)
(f/k/a Chrysler LLC), *et al.*, :
Debtors. : (Jointly Administered)
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**TENTH OMNIBUS ORDER AUTHORIZING THE
REJECTION OF CERTAIN EXECUTORY CONTRACTS**

This matter coming before the Court on the Tenth Omnibus Motion of Debtors and Debtors in Possession, Pursuant to Section 365 of the Bankruptcy Code and Bankruptcy Rule 6006, for an Order Authorizing the Rejection of Certain Executory Contracts (the "Motion"),¹ filed by the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"); the Court having reviewed the Motion and having considered the statements of counsel and the evidence adduced with respect to the Motion at a hearing before the Court (the "Hearing"); the Court having found that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b), (c) notice of the Motion and the Hearing was sufficient under the circumstances and (d) a sound business purpose exists for the relief granted herein; and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

¹ Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

1. The Motion is GRANTED as set forth herein.

2. The Debtors are authorized to reject all Contracts with the Non-Debtor Counterparties identified on the attached Schedule 1, which is incorporated herein by reference, and the Contracts are deemed rejected, pursuant to section 365 of the Bankruptcy Code, effective as of June 16, 2009.

3. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: New York, New York
_____, 2009

UNITED STATES BANKRUPTCY JUDGE

SCHEDULE 1

SUPPLIER NAME	SUPPLIER ADDRESS	SUPPLIER CODE
DAJACO INC	49715 LEONA DRIVE CHESTERFIELD, MI 48051	55991
DAKE CORPORATION	724 ROBBINS ROAD GRAND HAVEN, MI 49417-2690	30019
DATAMATICS TECHNOLOGIES INC	31557 SCHOOLCRAFT ROAD SUITE 100 LIVONIA, MI 48150	32974
DAVIS INDUSTRIES	14500 SHELDON ROAD, #140 PLYMOUTH, MI 48170	31100
DE LAGE LANDEN FINANCIAL SERVICES	1111 OLD EAGLE SCHOOL RD WAYNE, PA 19087-8608	49507
DE-CAL INC	24659 SCHOENHERR RD WARREN, MI 48089	97865
DELTA GELANDESPORT UND ZUBEHUR	DORFSTR 20 ODELZHAUSEN OT UNTERUMBACH 85235 GERMANY	59195
DESC AUTOMOTRIZ	PASEO DE LOS TAMARINDOS 400 B BOSQUES DE LAS LOMAS 55120 MEXICO	20939
DEUTSCHE TELEKOM	691 N SQUIRREL ROAD SUITE 160 AUBURN HILLS, MI 48326	48220
DICKSON ALLAN	2800 LIVERNOIS SUITE 400 TROY, MI 48083	19560
DIEZ GROUP THE	8111 TIREMAN AVENUE DEARBORN, MI 48126	44172
DIVERSIFIED DATA & COMMUNICATIONS	10811 NORTHEND AVENUE FERNDALE, MI 48220-2162	33179
DIVERSIFIED TECHNICAL SYSTEMMS	909 ELECTRIC AVENUE SUITE 206B SEAL BEACH, CA 90740	30182
DLI ENGINEERING INC	253 WINSLOW WAY WEST BAINBRIDGE ISLAND, WA 98110	21551
DOMESTIC LINEN SUPPLY & CO INC	3800 18TH STREET DETROIT, MI 48208	97390
DONALDSON COMPANY INC	1400 W 94TH STREET P O BOX 1299 MINNEAPOLIS, MN 55440-1299	30519
DS TECHNOLOGIE WERKZEUGMASCHINENBA	HUGO JUNKERS STRASSE 12 32 41236 MONCHENGLADBACH RHEYDT GERMANY	41260
DUROPLAST S A DE C V	ESFUERZO 4 LETRA F LAZARO CARDENAS NAUCALP 53560 MEXICO	14311
DUROPLAST,S.A. DE C.V.	ESFUERZO 4-F LAZARO CARDENAS NAUCALPAN 53560 MEXICO	50103
E L HOLLINGSWORTH & COMPANY	P O BOX 672708 DETROIT, MI 48267-2708	50914
EAGLE PLASTICS CORPORATION	12001 LEVAN RD LIVONIA, MI 48150	60021
EAST-LIND HEAT TREAT INC	32045 DEQUINDRE MADISON HEIGHTS, MI 48071	37638
EDITEK INC	1238 ANTHONY ROAD BURLINGTON, NC 27215	26580

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EDS INFORMATION SERVICES LLC - MRO	3000 TOWN CENTER SUITE 76 SOUTHFIELD, MI 48075-1120	55556
EDSCHA AG	30555 SOUTHFIELD ROAD SUITE 500 SOUTHFIELD, MI 48076	39273
ELECTRONIC POWER SYSTEM SERVICES	758 IRON STONE DRIVE ROCHESTER, MI 48309-1603	87577
ENGINEERED PLASTIC PRODUCTS INC	699 JAMES L HART PARKWAY YPSILANTI, MI 48197	74252
ENVIRONMENTAL RESOURCES MANAGEMENT	855 SPRINGDALE DRIVE EXTON, PA 19341	16158
ENVIRONMENTAL TESTING CORPORATION	2022 HELENA STREET AURORA, CO 80011-4616	27253
EPCOS INC	186 WOOD AVENUE SOUTH ISELIN, NJ 08830	47005
EUROVAC INC	116 BUTTERMILL AVENUE CONCORD, ON L4K3X7 CANADA	74199
EWAB ENGINEERING INC	1971 KELLEY COURT LIBERTYVILLE, IL 60048	40451
FANGLE AUTO PARTS CO LTD	99 PINGYE RD TINGWEI HWY SHANGHAI SHANGHAI 201507 CHINA	60763
FEI COMPANY	5350 N E DAWSON CREEK DR HILLSBORO, OR 97124	38175
FERGUSON ENTERPRISES INC	55500 GRAND RIVER AVENUE NEW HUDSONWS, MI 48165	82953
FERNDALE ELECTRIC COMPANY INC	915 E DRAYTON FERNDALE, MI 48220	39810
FILTER SPECIALISTS INC	100 ANCHOR ROAD P O BOX 735 MICHIGAN CITY, IN 46360-2802	40524
FINDLAY INDUSTRIES INC	4000 FOSTORIA ROAD P O BOX 1087 FINDLAY, OH 45840	38597
FIRE PROTECTION INDUSTRIES INC	301 RUTHAR DRIVE SUITE B NEWARK, DE 19711-8016	72192
FITZGERALD EQUIPMENT COMPANY	4650 BOEING AVENUE ROCKFORD, IL 61109-2996	39489
FLUID ROUTING SOLUTIONS INC	1955 ENTERPRISE DRIVE ROCHESTER HILLS, MI 48309	30114
FOCUS HOPE	1355 OAKMAN BLVD DETROIT , MI 48238-2949	52356
FRANKLIN FASTENER COMPANY	12701 BEECH DALY ROAD REDFORD, MI 48239-2472	38374
FRE-BAR INC	720 WEST ROSE P O BOX 187 HOLLY, MI 48442-1552	74006
GARMIN EUROPE LIMITED	UNIT 5 THE QUADRANGLE ABBY PK IND ROMSEY HAMPSHIRE GREAT BRITAIN	58336
GEISLER A A COMPANY	12675 MARLIN DRIVE REDFORD, MI 48239-2798	46404
GEM INDUSTRIAL INC	6842 COMMODORE DRIVE WALBRIDGE, OH 43465-9765	61599

SUPPLIER NAME	SUPPLIER ADDRESS	SUPPLIER CODE
GENERAL FASTENERS COMPANY	37584 AMRHEIM RD SUITE 150 LIVONIA, MI 48150-1020	42154
GENERAL MOTORS CORP-PONTIAC	2100 SOUTH OPDYKE PONTIAC EAST PONTIAC, MI 48341-3123	19859
GENERAL OIL COMPANY INC	31478 INDUSTRIAL ROAD SUITE 100 LIVONIA, MI 48150	42884
GEORGE INSTRUMENT COMPANY	4949 DELEMERE ROYAL OAK, MI 48073-1095	42217
GEROTECH INC	29220 COMMERCE DRIVE FLAT ROCK, MI 48134	32799
GLAVERBEL ITALIE	VIA DEL CARPINE ROCCASECCA 03038 ITALY	48351
GOMMA C F SPA	GUTENBERGSTRASSE 27 GARCHINY D-85748 GERMANY	31201
GOODWAY GROUP	261 OLD YORK RD JENKINTOWN, PA 19046	57631
GOODWAY TOOLS CORPORATION	420 WEST AVENUE STAMFORD, CT 06902	43575
GUARANTEE FUMIGATION SERVICES	20350 CENTER RIDGE RD BOX 16547 ROCKY RIVER, OH 44116	42711
GUDEL RAPINDEX INC	4881 RUNWAY BLVD ANN ARBOR, MI 48108	97412
H M S PRODUCTS COMPANY	1200 EAST BIG BEAVER TROY, MI 48083-1904	20455
HALE CHROME SERVICE	2282 ALBION TOLEDO, OH 43606-4597	48562
HART SCIENTIFIC	799 E UTAH VALLEY DRIVE AMERICAN FORK, UT 84003	16956
HENGES INTERIORS	4133 SHORELINE DRIVE EARTH CITY, MO 63045-1211	46618
HERSH COMPANY INC	50570 E RUSSELL SCHMIDT CHESTERFIELD, MI 48051	59353
HERTZ EQUIPMENT RENTAL-MICHIGAN	6227 FIFTEEN MILE ROAD STERLING HEIGHTS, MI 48310	84747
HEWITT MATERIAL HANDLING INC	425 MILLWAY AVENUE CONCORD, ON L4K3V8 CANADA	69031
HIGH TECH - THIRD PARTY PACKAGING	1212 EAST ALEXIS TOLEDO, OH 43612	40991
HONSEL INTERNATIONAL TECHNOLOGIES	9 HILLYARD STREET HAMILTON, ON L8L7X3 CANADA	60310
HOUSE OF TOOLS & ENGINEERING INC	436 ANGLUM ROAD HAZELWOOD, MO 63042-2498	46761
HUBBARD SUPPLY COMPANY	901 WEST SECOND STREET FLINT, MI 48503	40835
HUDSON GLOBAL RESOURCES	100 WEST MAIN ST SUITE 110 LANSDALE, PA 17446	49394

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HUGHES TELEMATICS INC	41 PERIMETER CTR EAST SUITE 400 ATLANTA, GA 30346	60155
HUMPHREY PRINTING CO	315 N MAIN ST KOKOMO, IN 46901-4692	46554
HUNTER SERVICE-MI	4556 ETHEL DRIVE HIGHLAND, MI 48357	83475
HYDRA-AIR INC	8208 INDY LANE INDIANAPOLIS, IN 46214-2338	49624
HYUNDAI AUTONET AMERICA CO	39555 ORCHARD HILL PL SUITE 390 NOVI, MI 48375	61602
I & C SALES	14056 FORT STREET SOUTHGATE, MI 48195-1200	24592
ICG CASTINGS INC	101 POPLAR P O BOX 470 DOWAGIAC, MI 49047-0470	30674
IDEA CONSULTANTS INC	17520 W 12 MILE ROAD SUITE 200 SOUTHFIELD, MI 48076	16455
IMAGEPOINT	445 SOUTH GAY STREET KNOXVILLE, TN 37902	57266
IMPERIAL CHEMICAL INDUSTRIES PLC	IMPERIAL CHEMICAL HOUSE 9 MILLBANK LONDON SW1P3JF UNITED KINGDOM	71853
INDEPENDENT MANUFACTURING SOLUTION	46986 LIBERTY DRIVE WIXOM, MI 48393	59096
INDEX CORPORATION	14700 NORTH POINT BLVD NOBLESVILLE, IN 46060	42638
INDUSTRIAL DESIGN INNOVATIONS INC	10611 HAGGERTY ST DEARBORN, MI 48126	60221
INDUSTRIAL INNOVATIONS	2650 THORNWOOD WYOMINGO, MI 49519	12474
INDUSTRIAL LEASING LLC	1825 MONROE AVE NW GRAND RAPIDS, MI 49505	60991
INDUSTRIAL PROCESS EQUIPMENT	2800 LOCUST STREET ST LOUIS, MO 63103-1397	51430
INDUSTRIAL SHELVING SYSTEMS	455 E ELLIOT ST LOUIS, MO 63122	51153
INDUSTRIAL TOOL SERVICE INC	6818 WALES ROAD NORTHWOOD, OH 43619	52695
INDUSTRIAPLEX INC	11810 WILLS RD SUITE 100 ALPHARETTA, GA 30004	61263
INSYNC MARKETING SOLUTIONS	6100 MALT AVENUE LOS ANGELES, CA 90040	46388
IOTECH INC	25971 CANNON ROAD CLEVELAND, OH 44146	99905
ITG SOLUTIONS INC	17475 PALMER BLVD HOMEWOOD, IL 60430	46763
ITW RIDE QUALITY PRODUCTS	1624 ENGLEWOOD AKRON, OH 44305	55199
IWIS MOTORSYSTEME GMBH & CO KG	ALBERT ROSSHAUPTER STR 53 MUNCHEN 81369 GERMANY	45457

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J G WELDING & MAINTENANCE INC	21803 MOUND ROAD WARREN, MI 48091	39172
J M S & ASSOCIATES	39303 COUNTRY CLUB DR SUITE A 48 FARMINGTON HILLS, MI 48331	43978
J&L INDUSTRIAL SUPPLY	31800 INDUSTRIAL ROAD LIVONIA, MI 48151	54183
JOHNSON RUBBER COMPANY	16025 JOHNSON STREET P O BOX 67 MIDDLEFIELD, OH 44062-0067	53127
JOINT PRODUCTION TECHNOLOGY	15381 HALLMARK COURT MACOMB, MI 48042	53973
KANEKA	2 NORTHPOINT DRIVE SUITE 200 HOUSTON, TX 77060	27001